

in Article I, Section D and E below, each of whom shall have one vote;

2. The President of the College, who shall be an ex officio member and have one vote; and

3. The President of the Alumni Association Board of Governors, who shall be an ex officio member and have one vote.

C. Board-Elected Trustees shall be those individuals

5. The names of all persons nominated by the Nominating and Governance Committee to be Board-Elected Trustees shall be sent to each current Trustee in accordance with the notice requirements of Article II, Section C.

6. Transition. Notwithstanding the previous paragraphs, a Board-Elected Trustee who has served for twelve or more consecutive years as of the date the Board approved an amendment to establish term limits, and those in any class expiring up to and including 2024, shall continue to serve through the expiration of such Trustee's current term as of that date. Such Trustees shall be eligible for election, upon the expiration of their current term, to an additional term of up to two years, upon nomination by the Nominating and Governance Committee.

D. An Emeritus Faculty Trustee shall be an emeritus faculty member who, upon nomination by the Nominating and Governance Committee, is elected by a majority of the Trustees to serve on the Board as provided in Article I, Section B. There shall be only one Emeritus Faculty Trustee at a time. An Emeritus Faculty Trustee shall serve an initial term of two fiscal years, commencing the next July 1 following the election. An Emeritus Faculty Trustee is eligible for re-election, as an Emeritus Faculty Trustee, at the expiration of her or his term, upon nomination by the Nominating and Governance Committee. An Emeritus Faculty Trustee shall also become eligible for nomination as a Board

Trustees to this honorary status. Such election or designation shall be in recognition of long-standing and notable contribution to the College. Trustees Eogncontri16()-5(Co)-10(II)

E. One-third of the members of the Board of Trustees with vote shall constitute a quorum for the transaction of any business at a regularly or specially noticed meeting, except to amend or repeal these By-Laws, for which a quorum shall consist of a majority of the members of the Board with vote.

F. Except for an action to amend or repeal these By-Laws or any other provision to the contrary herein or as provided by law, any resolution passed or other business transacted by the Board at any regularly or specially noticed meeting must be approved by an affirmative vote of the majority of Trustees who are present at the meeting, provided that a quorum of Trustees shall be initially present at the meeting, but in no event, except as provided in Article II, Section F, may any business be transacted that is not approved by at least a majority of the

means permitted by law. No meeting may be adjourned for more than forty-five days.

H. Resolutions passed by the Board shall be maintained by the Secretary of the College in a centralized location.

Resolutions

A. The officers of the College shall consist of:

b) Recommend for Board approval all promotions and advancements to tenure of faculty members;

c) Put into effect such rules, policies and procedures as the faculty may determine under authority delegated to it by the Board, subject to the President's authority to veto an action of the faculty; and

d) Act as the official medium of communication between the faculty and administration and the Board, and between students and the Board.

3. Student Discipline.

As the College officer directly responsible for enforcement of all policies and regulations of the College, the President in such extraordinary circumstances as may be determined is authorized to take whatever action is deemed necessary with respect to any student disciplinary matter.

4. Vacancy, Absence, Or Incapacity.

a) In the event there is a vacancy in the office of the Chair, or the Chair is otherwise unable to serve, a Chair Elect need not be elected, but instead a new Chair may be elected by a majority vote of the Trustees, upon nomination by the Nominating and Governance Committee, at any regular or special meeting of the Board.

b) In the event there is a vacancy in the office of the President, or the extended absence of the President, or his or her inability to serve, the Dean of the College shall be the Acting President of the College, until a successor President is elected by the Board. In the event there

F. The Vice Presidents of the College shall, upon recommendation of the President, be elected by a majority of the Trustees.

*Vice Presidents
of the College*

G. The Treasurer of the College, who is the chief financial officer of the College, upon nomination by the Nominating and Governance Committee, shall be elected at the annual meeting by a majority of the Trustees for a term of one year and until a successor is chosen. The Treasurer's term is renewable.

*Treasurer of the
College*

H. The Secretary of the College, upon nomination by the Nominating and Governance Committee, shall be elected at the annual meeting by a majority of the Trustees for a term of one year and until a successor is chosen. The Secretary's term is renewable.

*Secretary of the
College*

are not limited to, committees focused on executive compensation, academic programs, student affairs, equity and justice, admissions, buildings and grounds, institutional advancement, endowment, investments and awards of honorary degrees. Any Board resolution establishing or reorganizing any committee shall set forth the committee's duties and the areas (if any) in which the committee may act without Board vote.

B. EXECUTIVE COMMITTEE. The Executive Committee shall be governed by the following provisions:

*Executive
Committee*

1. Membership. The membership of the Executive Committee shall be approved each year by the Board, and shall be comprised of:

a) The Chair of the Board serving as Chair of the Committee;

b) The Vice Chair(s) of the Board serving as Vice Chair(s) of the Committee;

c) The Chairs of the Audit Committee, the Nominating and Governance Committee, and the Budget and Finance Committee;

d) The Chair Elect, if any; and

e) The President of the College, ex-officio, with vote;

f) Either one or two at-large Trustee(s) chosen by the Chair of the Board and approved by a resolution adopted by a majority of Trustees then in office.

2. Meetings, Quorum And Records. Committee meetings may be called by the Chair of the Board, the Chair of the Executive Committee (if the Chair Elect or one

of the Vice Chairs is acting as Chair in the absence of the Chair
of the Executive Council

committee member by any means permitted by law, at least
forty-

Committee may not constitute a majority of the members of the Audit Committee.

2) *Powers and Duties.* The Audit Committee shall review risk management policies and the systems of internal controls established by the Board and the College, and shall participate in the College's audit processes.

b) *Nominating and Governance Committee:*

1) *Membership.* All members of the Nominating and Governance Committee shall be Board-Elected Trustees.

2) *Powers and Duties.* The Nominating and Governance Committee shall have the following powers and duties:

a. To nominate Board-Elected Trustees, Trustees Emeriti, Faculty Emeriti Trustees and certain Officers of the College;

b. To coordinate and oversee new Trustee orientation; and

c. To review and advise the

The Chair of the Audit Committee may not be a voting member of the Budget and Finance Committee.

2) *Powers and Duties.* The Budget and Finance

C. The Board shall delegate to the faculty the following powers and duties:

*Powers and
Duties of
Faculty*

1. To prescribe requirements for admission, courses of study, conditions of graduation, and determine the nature of degrees to be conferred and the conduct of the educational work of the College as a whole, subject to approval by the President; and

2. To recommend for Board approval all candidates for degrees in course.



A. The fiscal year of the College shall be from July 1 to June 30. On or before the annual meeting, the Board shall adopt a budget for the College's operations during the forthcoming fiscal year in a form that compares that budget to those of the two preceding years. The budget shall be the authorization and guide for expenditure of College funds.

Budget

B. Unless otherwise modified by Board resolution, unbudgeted expenditures of \$100,000 or less may be authorized by the President, which shall be reported to an appropriate Board committee at its first meeting thereafter. If authorized to do so by the Board, a Board committee may authorize unbudgeted expenditures of \$100,000 or less, which shall be reported to the Board at its first meeting thereafter. Unbudgeted expenditures in excess of \$100,000 may be authorized only through Board action.

*Unbudgeted
Expenditures*

C. Funds given to the College for use in perpetuity shall be designated as Endowment Funds. The principal thereof shall neither be expended nor hypothecated for

*Endowment
Funds*

Occidental College **By-Laws**

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Indemnification

The College shall, to the maximum extent permitted by section 5238 of the California Corporations Code and the federal Volunteer Protection Act of 1997, indemnify each of its Trustees and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Trustee or Officer of the College, and shall advance to such Trustee or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by section 5238. For purposes of this Article IX, a "Trustee" or "Officer" of the College includes any person who is or was a Trustee or Officer of the College, or who is or was serving at the request of the College as a director, trustee or officer of another corporation or other enterprise. The Board may in its discretion, or as required by law, including section 5238, provide by resolution for such indemnification of, or advance of expenses to, other agents of the College.